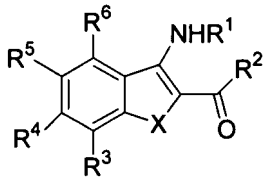
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original) A compound of Formula I



(I)

wherein

X is selected from O and S;

R^1 is selected from H, $(C_1\text{-}C_6)$alkyl, $C(O)(C_1\text{-}C_6)$alkyl, and benzoyl;

R^2 is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substituents each independently selected from

OH, CN, NO_2, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, halo, halo$(C_1\text{-}C_6)$alkyl, halo$(C_1\text{-}C_6)$alkoxy, $C(O)R^A$, $C(O)NR^BR^B$, NR^BR^B, $NH[(C_1\text{-}C_6)alkyl,]_{0\text{-}1}S(O)_2R^B$, $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)R^A$, and $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)OR^B$,

a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substituents each independently selected from

OH, CN, NO_2, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, halo, halo$(C_1\text{-}C_6)$alkyl, halo$(C_1\text{-}C_6)$alkoxy, $C(O)R^A$, $C(O)NR^BR^B$, NR^BR^B, $NH[(C_1\text{-}C_6)alkyl,]_{0\text{-}1}S(O)_2R^B$, $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)R^A$, and $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)OR^B$,

R^A is in each instance independently H, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, NR^BR^B, or

$(C_1\text{-}C_6)$alkyl, said alkyl being optionally substituted with OH, $C(O)R^B$, halo, $(C_1\text{-}C_3)$alkoxy, and NR^BR^B;

R^B is in each instance independently H, $(C_3\text{-}C_6)$cycloalkyl, and

$(C_1\text{-}C_6)$alkyl, said alkyl being optionally substituted with

OH, =O, halo, $(C_1\text{-}C_6)$alkoxy, $NH(C_1\text{-}C_3)$alkyl, $N[(C_1\text{-}C_3)\text{alkyl}]_2$, and $NC(O)(C_1\text{-}C_3)$alkyl,

and where R^B, when it is attached to a N atom, is in each instance $(C_1\text{-}C_4)$alkyl, then the 2 $(C_1\text{-}C_4)$alkyl groups, taken together with the N atom to which they are attached, may be joined together to form a saturated ring,

and where R^B and R^B together with the N to which they are attached may form a morpholinyl ring or a piperazinyl ring optionally substituted on the available N atom with $(C_1\text{-}C_6)$alkyl, said alkyl being optionally substituted with OH, =O, NH_2, $(C_1\text{-}C_6)$alkoxy, $NH(C_1\text{-}C_3)$alkyl, or $N[(C_1\text{-}C_3)\text{alkyl}]_2$,

and with the proviso that when R^B is attached to S(O) or to $S(O)_2$, it cannot be H;

R^3 is selected from from H, OH, CN, $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, halo$(C_1\text{-}C_3)$alkyl, and halo$(C_1\text{-}C_3)$alkoxy;

R^4 is selected from

piperonyl,

Y where

Y is a heterocycle optionally substituted with 1, 2, or 3 substituents each independently selected from

=O, N-oxide, H, CN, NO_2, halo, halo$(C_1\text{-}C_6)$alkyl, OH, halo$(C_1\text{-}C_6)$alkoxy, $C(O)OR^B$, $C(NH)NR^BR^B$, NR^BR^B, $S(O)_{0\text{-}2}R^B$, $S(O)_2NR^BR^B$,

$(C_1\text{-}C_6)$alkoxy, said alkoxy being optionally substituted with 1 or 2 substituents selected from OH, NR^BR^B, and $(C_1\text{-}C_3)$alkoxy,

NR^CR^C where

R^C is selected from R^B, $C(O)R^B$, and $S(O)_2R^B$,

$C(O)R^D$ where

R^D is selected from R^A, $(C_3\text{-}C_6)$cycloalkyl, Z and $N[(C_1\text{-}C_3)\text{alkyl}]Z$ where

Z is in each instance a heterocycle independently optionally substituted with CN, =O, OH, N-oxide, NO_2, halo, (C_1-C_6)alkoxy, halo(C_1-C_3)alkoxy, halo(C_1-C_3)alkyl, $S(O)_2R^B$, $S(O)_2NR^BR^B$, NR^BR^B, $C(O)R^A$, and (C_1-C_6)alkyl, said alkyl being optionally substituted with OH, $C(O)R^B$, (C_1-C_3)alkoxy and NR^BR^B;

NR^BR^E where R^E is selected from $C(O)R^A$, $C(O)R^B$, $S(O)_2R^B$, $S(O)_2NR^BR^B$ and $C(O)[(C_1$-$C_6)alkyl]Z$ where Z is optionally substituted as described above,

(C_1-C_6)alkyl, said alkyl being optionally substituted with CN, OH, =O, halo, (C_1-C_6)alkoxy, $C(O)R^A$, NR^BR^B, NR^CR^C, NR^BR^E, $C(NH)NR^BR^B$, $S(O)_{0-2}R^B$, $S(O)_2NR^BR^B$, $C(O)R^B$ $C(O)OR^B$, Z, C(O)Z, and $C(O)N[(C_1$-$C_3)alkyl]Z$, where Z in each instance is independently optionally substituted as described above,

phenyl and naphthyl each optionally substituted with 1, 2, or 3 substituents each independently selected from OH, CN, NO_2, halo, halo(C_1-C_6)alkyl, halo(C_1-C_6)alkoxy, $C(O)OR^B$, $C(NH)NR^BR^B$, NR^BR^B, $S(O)_{0-2}R^B$, $S(O)_2NR^BR^B$, Z, C(O)Z where Z is in each instance optionally substituted as described above, (C_1-C_6)alkoxy, said alkoxy being optionally substituted with 1 or 2 substituents selected from OH, NR^BR^B, and (C_1-C_3)alkoxy, NR^CR^C where R^C is selected from R^B, $C(O)R^B$, and $S(O)_2R^B$, $C(O)R^D$ where R^D is selected from R^A, (C_3-C_6)cycloalkyl, and $N[(C_1$-$C_3)alkyl]Z$ where Z is optionally substituted as described above,

NR^BR^E where

R^E is selected from $C(O)R^A$, $C(O)R^B$, $S(O)_2R^B$, $S(O)_2NR^BR^B$ and $C(O)[(C_1\text{-}C_6)alkyl]Z$ where Z is optionally substituted as described above,

$(C_1\text{-}C_6)$alkyl, said alkyl being optionally substituted with CN, OH, =O, halo, $(C_1\text{-}C_6)$alkoxy, $C(O)R^A$, NR^BR^B, NR^BR^E, $C(NH)NR^BR^B$, $S(O)_{0\text{-}2}R^B$, $S(O)_2NR^BR^B$, $C(O)R^B$ $C(O)OR^B$, Z, C(O)Z, and $C(O)N[(C_1\text{-}C_3)alkyl]Z$, where Z in each instance is independently optionally substituted as described above;

R^5 and R^6 are each independently selected from H, OH, CN, $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$alkoxy, halo, halo$(C_1\text{-}C_3)$alkyl, and halo$(C_1\text{-}C_3)$alkoxy;

or a pharmaceutically acceptable salt or ester thereof.

2. (Original) A compound of claim 1 wherein X is O.

3. (Original) A compound of claim 1 wherein X is S.

4. (Original) A compound of claim 2 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

5. (Original) A compound of claim 2 wherein R^4 is selected from Y and phenyl, each being optionally substituted.

6. (Original) A compound of claim 2 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

7. (Original) A compound of claim 5 wherein R^4 is selected from phenyl and Y where Y is selected from a 5 membered heterocyclic ring and pyridine, each cyclic moiety being optionally substituted.

8. (Original) A compound of claim 6 wherein R^2 and R^4 are each independently optionally substituted with 1 or 2 substituents, and R^3, R^5 and R^6 are each independently selected from H, OH, Cl, F, CN, CH_3, OCH_3, CF_3 and OCF_3.

9. (Original) A compound of claim 8 wherein R^1 is selected from H and (C_1-C_6-)alkyl.

10. (Original) A compound of claim 3 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

11. (Original) A compound of claim 3 wherein R^4 is selected from Y and phenyl, each being optionally substituted.

12. (Original) A compound of claim 3 wherein R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

13. (Original) A compound of claim 11 wherein R^4 is selected from phenyl and Y where Y is selected from a 5 membered heterocyclic ring and pyridine, each cyclic moiety being optionally substituted.

14. (Original) A compound of claim 12 wherein R^2 and R^4 are each independently optionally substituted with 1 or 2 substituents, and R^3, R^5 and R^6 are each independently selected from H, OH, Cl, F, CN, CH_3, OCH_3, CF_3 and OCF_3.

15. (Original) A compound of claim 14 wherein R^1 is selected from H and (C_1-C_6-)alkyl.

16. (Original) A compound selected from

(3-Amino-6-phenyl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,

(3-Amino-6-pyridin-3-yl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,

[3-Amino-6-(3-nitro-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

[3-Amino-6-(3-amino-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzonitrile,

N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-methanesulfonamide,

N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-acetamide,

[3-Amino-6-(2-methyl-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

5-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-nicotinamide,

3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzenesulfonamide,

(3-Amino-5-fluoro-6-pyridin-3-yl-benzofuran-2-yl)-(2,4-dichloro-phenyl)-methanone,

{3-Amino-6-[3-((S)-2,3-dihydroxy-propylamino)-phenyl]-benzofuran-2-yl}-(2,4-dichloro-phenyl)-methanone,

3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-N-methyl-benzamide,

[3-Amino-6-(1-methyl-1H-imidazol-4-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

3-[3-Amino-2-(2-chloro-4-fluoro-benzoyl)-benzofuran-6-yl]-benzamide,

2-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-phenyl}-acetamide,

[3-Amino-6-(2-methyl-thiazol-4-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzyl}-Methanesulfonamide,

N-{3-[3-Amino-2-(2,4-dichloro-benzoyl)-benzofuran-6-yl]-benzyl}-acetamide,

[3-Amino-6-(2-methyl-oxazol-4-yl)-benzofuran-2-yl]-(2-methoxy-phenyl)-methanone,

[3-Amino-6-(3-fluoro-5-nitro-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

[3-Amino-6-(3-methanesulfonyl-phenyl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone,

[3-Amino-6-(2-fluoro-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone, and

[3-Amino-6-(2-methylamino-pyridin-3-yl)-benzofuran-2-yl]-(2,4-dichloro-phenyl)-methanone.

17. (Original) A composition comprising a compound of Formula I.

18. (Original) A composition according to claim 17 where X is O.

19. (Original) A composition according to claim 17 where X is S.

20. (Original) A composition according to claim 18 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

21. (Original) A composition according to claim 19 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

22. (Currently Amended) A method of treating ~~or preventing~~ a hyper-proliferative disorder comprising administration to a patient in need thereof of an effective amount of a compound of Formula I.

23. (Original) A method according to claim 22 where X is O.

24. (Original) A method according to claim 22 where X is S.

25. (Original) A method according to claim 23 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.

26. (Original) A method according to claim 24 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and R^4 is selected from Y and phenyl, each being optionally substituted.